

Bylaws of the Greater Crofton Council, Inc.

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Index

Article I: Name and Geographical Limits

Article II: Objectives

Article III: Functions

Article IV: Board of Directors

Article V: Membership

Article VI: Officers

Article VII: Limitations of Authority

Article VIII: Committees

Article IX: Meetings

Article X: Amendments

Article XI: Dissolution

Bylaws of the Greater Crofton Council

Article I - Name and Geographical Limits

Section 1. This organization shall be known as the Greater Crofton Council, Inc. (the “GCC”).

Section 2. The geographic limits of the GCC shall include Crofton, MD, and the communities in the vicinity of Crofton, MD, all lying within Anne Arundel County, MD.

Section 3. GCC representatives shall be known collectively as the GCC Board of Directors. An Executive Committee made up of GCC officers shall manage the affairs of the GCC.

Article II - Objectives

Section 1. The objectives of the GCC shall be:

- a. To unite communities and the associated community-oriented groups of the Greater Crofton area in joint efforts for their mutual benefit and for the advancement of the best interest of its members.
- b. To take positive actions through united and individual community action to promote organized long- and short-term community planning. Issues of interest which have significant bearing on all communities include: land-use planning, local ordinances, zoning, waste disposal, water system, roads, public safety, education, recreation, and environmental protection.
- c. To initiate or support action to abate public nuisances.
- d. To make GCC positions known to County Government-as early as possible and actively support County actions which are compatible with GCC positions.
- e. To encourage and aid the startup of community associations when the new community lies within or in the vicinity of Crofton, MD.
- f. To invite new community associations to join the GCC.

Article III - Functions

Section 1. The functions performed by the GCC shall be:

- a. To gather, evaluate, and distribute information requiring action by the GCC or its member associations necessary to achieve the objectives set forth in Article II.
- b. To consult with and advise governmental authorities on matters related to the objectives of the GCC.
- c. To assist and, if necessary, coordinate the representation of member associations at public hearings affecting the interest of the Greater Crofton area.
- d. To initiate or support legal action on behalf of member associations or the GCC in cases where the GCC Board of Directors considers it advisable.

Article IV - Board of Directors

Section 1. The GCC Board of Directors is made up of one representative from each member association and shall manage the business and affairs of the GCC.

Section 2. Each member association's Board of Directors shall determine the tenure of their representative to the GCC Board of Directors.

Section 3. A quorum will exist when one third (1/3) of the Board of Directors' voting members are present at a duly called meeting. The GCC may commence business upon recognition of a quorum and may continue to conduct business until adjournment, notwithstanding the withdrawal of voting members, resulting in less than a quorum.

Article V - Membership

Section 1. The "membership" of the GCC shall include:

- a. Voting Members and Associate (nonvoting) Members.
- b. All members must meet the geographic requirements defined in Article I, Section 2, request membership, and be approved for membership at a regular meeting of the GCC by a simple majority of voting members present.
- c. All voting members must be in good standing to fully participate (see Section 4).

Section 2. Membership in the GCC may be granted to any community organization, such as a condominium association, homeowners association, community association, or civic group.

- a. The application for membership must be submitted to the GCC by the requesting organization's president, with the approval of that organization's board of directors.
- b. GCC membership shall be granted by a simple majority of voting members present at a regular meeting.
- c. Associate membership in the GCC may be granted to any organization that shares the objectives of the GCC. Associate members shall not have the right to vote

Section 3. The GCC board of directors shall be comprised of one (1) representative from each member organization.

- a. Each member organization shall elect or appoint one primary representative and optionally one alternate. These individuals shall represent the interests of their organizations at GCC meetings and sponsored activities.
- b. If a member's primary and alternate representatives are unable to participate, the member organization may designate another alternate representative. This "unregistered" alternate must possess a letter from the organization's duly authorized officer to be officially recognized by the GCC.
- c. An individual representative may represent one and only one member at any GCC meeting. A member's representative must be present at a meeting to vote.
- d. Representatives of voting members shall register by signing in on behalf of their member organization at the opening of each meeting of the GCC. Only those representatives will be authorized to cast votes at that meeting.

Section 4. To maintain good standing, each member association shall be billed for and pay dues established by the Board of Directors to be placed in a GCC administrative operating fund. Associate members shall be assessed annual dues equal to one-half (1/2) of the annual dues of voting members. The Board of Directors may change the amount of annual dues by a two-thirds (2/3) vote of voting members present at a regular meeting prior to the next year's bills being sent. Additional contributions to aid the GCC for specific purposes may be requested of each member association as agreed by a vote of two-thirds (2/3) of those present at a regular or special meeting.

Section 5. To maintain good standing, each member organization shall pay the annual dues within four (4) months of being billed. If dues have not been received by the prescribed due date, that association shall lose its voting rights until paid. In such case,

the Treasurer shall directly contact the member's representative(s), and if necessary, the organization's president or management agent to determine the problem. After twelve (12) months of nonpayment, the association will be dropped as a GCC member.

Section 6. A member organization may drop its membership in the GCC at any time. To drop membership, the member's representative shall submit a letter of this intent from the organization's president. This action will be effective immediately upon receipt of this letter at the opening of the next regular meeting of the GCC board of directors. There will be no refund of dues as a result. This action shall not be reversible. If a voting member revokes membership and later elects to return, then this organization must reapply for membership in accordance with Section 2 of this article.

Article VI - Officers

Section 1. The officers of the GCC shall be President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the GCC Board of Directors. These officers shall serve as the Executive Committee. The GCC Board of Directors may add positions to the Executive Committee, as needed, by a simple majority of voting members present.

Section 2. Procedure for election of officers shall be:

- a. The officers shall be elected annually by the Board of Directors at the first meeting of the calendar year and shall enter upon their official duties at the conclusion of that meeting.
- b. An election committee shall be established at least two (2) meetings prior to the election and shall present a slate of candidates at the meeting prior to the election. Interested parties should contact the election committee.
- c. Officers may be re-elected. The vote required to elect an officer to the first or second consecutive term of office, shall be a simple majority of voting members present. To elect an officer to a third or subsequent consecutive term in office shall require a two-thirds (2/3) vote voting members present. If an incumbent officer who requires a 2/3 plurality fails to realize this prescribed threshold in the general election, then a runoff election shall be warranted.
- d. Runoff elections – If no candidate running for an office achieves the required threshold for election, then the election committee shall conduct a runoff election. The runoff election process shall be administered by the election committee. If there were more than two candidates in the general election, the runoff election shall be limited to the two candidates receiving the most votes in the general election. The candidates that ran in the general election would be the ones eligible in the run off election.
- e. Valid ballots – The election committee shall have the authority to disregard ballots that are deemed invalid. For a ballot to be counted, the voter must choose one and only one of the candidates listed for an office. The required

threshold for election shall be based upon the percentage of votes with respect to the number of **valid** ballots cast, per office.

- f. Each candidate shall be granted equal access to convey her/his qualifications and/or expressed positions to the GCC membership.
 - a. Each candidate shall be entitled to address the GCC for a prescribed amount of time at the meeting prior to the election.
 - b. Each candidate may submit a position paper that shall be posted on the GCC web site.
 - c. The election committee shall broadcast an email message to the GCC membership distribution list. This message shall announce the election schedule along with the names of all candidates running for office.
 - d. All nominations of candidates will come through the election committee. No nominations from the floor will be accepted.

Section 3. Duties of the officers shall be:

- a. **President.** The President shall:
 - a. Serve as chief executive officer of the GCC, subject to the control of the GCC Board of Directors.
 - b. Preside over all meetings of the GCC.
 - c. Create the agenda for all GCC meetings.
 - d. Supervise the GCC's affairs and activities .
 - e. Provide periodic reports of community activities to the Board of Directors.
 - f. Order an annual audit of the GCC's financial records.
 - g. Sign, with the Secretary or other officer of the GCC, any instruments the Board of Directors has authorized to be executed, except in the cases in which the signing and execution is expressly delegated by the Board of Directors or by these bylaws to some other officer of the GCC.
 - h. Appoint all committee chairs, per Article VIII, Section 2.
 - i. Call special meetings of the GCC, per article IX, Section 3.
 - j. Perform all duties incidental to the office of President and other duties as required by the Board of Directors.
- b. **Vice-President.** The Vice-President shall:
 - a. Serve in the absence of the President having the powers and limitations applicable to the President.
 - b. Serves as the Chairman of the Membership Committee.

- c. Promotes the establishment of community associations in newly developed communities and encourage membership in the GCC.
- d. Maintains an active liaison with member community associations.
- e. Assists the president in identifying and confirming speakers for GCC meetings.
- f. Perform duties which may be as requested by the President or Board of Directors.

c. **Secretary.** The Secretary shall:

- a. Record the minutes of GCC meetings or recruit a temporary replacement.
- b. Distribute draft minutes from the prior meeting in advance of the upcoming meeting.
- c. Confer with the president to type and distribute the agenda of the upcoming meeting in advance of the monthly meeting.
- d. Maintain official gcc records, except financial records.
- e. Ensure official records are passed on to successors.
- f. Provide written documentation to all members when important matters are to be acted upon at the next meeting.
- g. Sign, with the President, any instruments the Board of Directors authorizes to be executed.
- h. Perform all duties incidental to the office of Secretary or which may be requested by the Board of Directors.

d. **Treasurer.** The Treasurer shall:

- a. Assume responsibility for all funds of the GCC.
- b. Receive all funds due the GCC.
- c. Deposit all such monies in the name of the GCC in a federally insured financial institution.
- d. Collect annual dues from each voting and associate member association.
- e. Present financial reports to the Board of Directors at regular meetings.
- f. Maintain the financial records and reports of the GCC.
- g. Maintain the official membership and mailing list of the GCC.
- h. Perform all duties incidental to the office of Treasurer or which may be requested by the President or the Board of Directors.

Section 4. Any officer of the GCC may be removed for cause by a two-thirds (2/3) vote of the voting-member associations present at any duly called meeting where a quorum exists. The officer concerned must be formally notified, in writing, of the proposed action and be given an opportunity to respond prior to the vote.

Section 5. The procedure to be followed in the event of the resignation, death, or removal of an officer shall be:

- a. The Board of Directors shall elect a replacement officer.
- b. The replacement officer shall serve out the remainder of the current term of the officer being replaced and that period shall be considered the first one- (1) year term served by that officer, as stated in the provisions of Article VI, Section 2.c.
- c. In the election of a replacement officer, any member of the Board of Directors not currently holding office shall be eligible for the vacant position.
- d. During the interval between the departure of the officer and the selection of the replacement, the duties of the office shall be performed by:
 - (1) If the vacancy is in the office of the President, the Vice President.
 - (2) If the vacancy is in any other office, the president may appoint any member of the Board of Directors not already in office to fill that vacancy.

Section 6. Eligibility – Any individual whose primary residence is within the province of a current voting member organization is eligible to serve on the executive committee as an officer of the GCC.

Section 7. The normal term of office shall be one (1) year, beginning and ending at the January election meeting, with the exceptions described in Article VI, Sections 2.d and 5.b.

Article VII - Limitation of Authority

Section 1. The GCC and its officers have no authority to commit the expenditure of member associations' funds, except when doing so as a member of their association in accordance with the rules of their association.

Section 2. The GCC and its officers may not take action pertaining to property rights or an important change of policy except as defined in Section 3 of this article.

Section 3. A representative of the GCC shall make no public announcement or statement in the name of the GCC to a government official or agency, or the news media, until an official GCC position is determined. An official position is reflected by an affirmative vote of a simple majority of voting members present at a regular meeting where a quorum is present.

Section 4. The GCC shall operate as a non-profit organization.

Article VIII - Committees

Section 1. The President or Board of Directors may create standing and ad hoc committees, as needed, with duties defined by the Board of Directors.

Section 2. The President shall appoint all committee Chairs, and their terms in office shall be at the pleasure of the President.

Article IX - Meetings

Section 1. The GCC shall hold regular, monthly meetings on the second Tuesday of each month unless agreed to by a simple majority vote of the members present at the previous meeting.

- a. All regular, monthly meetings of the GCC shall be open to the public, with all in attendance observing common courtesy and civility toward others in attendance. Verbal and physical abuse will not be tolerated. Attendees not complying with these guidelines shall be asked to leave by the President. If ineffective, the meeting shall be adjourned and a GCC officer shall contact the police
- b. Per Article IV, Section 2, a quorum to conduct business requires 1/3 of voting members present. When a quorum is not present, the agenda may proceed; however votes must meet the threshold as if a quorum were present to pass. If that does not occur, at the President's discretion, (1) the vote can be tabled until the next regular meeting or (2) the votes of present voting members shall be noted and all voting members contacted by the President to determine the votes of absent members. The detailed vote shall be reported at the next meeting.
- c. In the event it is necessary to take a vote outside of a duly called meeting, a report of the members casting votes shall be presented and the results recorded at the next scheduled meeting.

Section 2. The annual meeting of the GCC shall be held on the second Tuesday of January in each year, for the purpose of electing officers of the GCC, see Article VI, Section 2. A regular monthly meeting shall commence immediately following elections.

Section 3. A special meeting of the GCC shall be held when requested, in writing, by one-fourth (1/4) of the voting-member associations or deemed necessary by the GCC President or Executive Committee. The Executive Committee shall determine an appropriate time and place, and inform all members of the upcoming event as early as possible.

Section 4. The Board of Directors may designate any place within the greater Crofton area as the place for the regular, annual, and special, meetings. The location of meetings shall be clearly indicated on the agenda sent to all associations prior to the meeting.

Section 5. At any meeting of the GCC, each voting-member association, as defined in Article V, Section 1.a., shall be entitled to one (1) vote.

Section 6. For changing dues, for amending the bylaws, and for expenditures of \$1,000 or more, a two-thirds (2/3) vote of voting members present at a meeting with a quorum present is needed for adoption. Unless specified elsewhere, most votes require a simple majority of voting members presents at a meeting where a quorum exists.

Section 7. Meetings of the GCC shall be conducted with guidance from Roberts Rules of Order.

Article X – Amendments

Section 1. Proposed amendments to these bylaws shall be prepared by the Executive Committee based on input from the Board of Directors and shall be presented as a mark-up copy indicating specific changes for review at least one (1) month before they are to be discussed and acted upon by the Board of Directors at a regular meeting of the GCC.

Section 2. Amendments to these bylaws requires a two-thirds (2/3) vote of voting members present at a regular meeting where a quorum is present.

Article XI – Dissolution

Section 1. The Executive Committee shall provide a proposal for dissolution and supporting rationale to members one (1) month before the Board of Directors takes a vote. During this meeting the Committee shall propose specific terms of dissolution, including the following:

- a. Completion of all open action items and activities relating to open issues.

- b. Proposed distribution of remaining funds in the treasury, which shall be based on distribution to each non-profit Member Association and non-profit Associate Member in proportion to the dues or fees, paid by each in the preceding year.
- c. Notification of dissolution to County representatives and agencies with identification of alternative points of contact to represent the interests of the citizens in the greater Crofton area formerly represented by the GCC.

Section 2. A vote for dissolution shall be taken during a special meeting of the GCC at which a quorum is present. A vote of two-thirds (2/3) of voting members present shall be required for dissolution.

Section 3. The officers in place at the time of dissolution shall remain in place and shall implement actions to close out all functions of the GCC, including transfer of representation of the citizens formerly covered by the GCC to other organizations. The officers shall prepare a document summarizing the dissolution of the GCC and shall submit it to the County Community Services office for recording.

Attachment
VOTING CRITERIA OF GCC
As of 10/11/05 Bylaws

Article IV, Section 3 - A quorum for a regular meeting is 1/3 of voting member associations.

Article V, Section 1b - New Members – A simple majority of voting members present at regular meeting.

Article V, Section 4 - Changing Dues - 2/3 of those present at a regular or special meeting.

Article V, Section 4 - Additional Contributions - 2/3 of those present at a regular meeting where a quorum is present.

Article VI, Section 1 – Positions Added to the Executive Committee - As needed, by a simple majority of voting members present.

Article VI, Section 2c – Election of Officers – Simple majority of voting members present for first two terms; 2/3 of voting members present for third and more terms. If an incumbent officer who requires a 2/3 plurality fails to realize this prescribed threshold in the general election, then a runoff election shall be warranted

Article VI, Section 4 – Removal of Officers – 2/3 of voting-member associations at any duly called meeting where a quorum exists.

Article VII, Section 3 – An Official Position – A simple majority of voting members present at a regular meeting with a quorum present.

Article IX, Section 1 – Meeting time with simple majority vote of the members present at the previous meeting.

Article IX, Section 1b – Vote without a quorum – vote of members present noted, and ALL voting members contacted with a detailed vote reported at the next meeting.

Article IX, Section 1c – Vote outside of a duly called meeting - A report of the members casting votes shall be presented and the results recorded at the next scheduled meeting.

Article IX, Section 3 – Call a special meeting by ¼ of voting- member associations or President/Executive committee.

Article X, Section 2 – Bylaws changes need a 2/3 vote of voting members present at a regular meeting.

Article XI, Section 2 – Dissolution of GCC needs a 2/3 vote of voting members present at a special meeting.